

SHREYA SHAH
Practicing Company Secretary

To,

The Chairman,

of 18th Annual General Meeting (“AGM”) of the Equity Shareholders of Hilton Metal Forging Limited held on Friday, 25th August, 2023 at 4.00 p.m. through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’)

Dear Sir,

Sub: Consolidated Scrutinizer’s Report on remote e-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rules framed thereunder and e-Voting at the 18th Annual General Meeting (“AGM”) of Hilton Metal Forging Limited (“Company”)

1. I, Shreya Shah, Practicing Company Secretary, had been appointed by the Board of Directors of **Hilton Metal Forging Limited** (“the Company”) for the purpose of scrutinizing the:
 - i. Remote e-Voting process under the provisions of section 108 of the Companies Act, 2013 and the rules framed thereunder; and
 - ii. e-Voting at the 18th Annual General Meeting (“AGM”) by the equity shareholders in respect of the resolutions contained in the notice of 18th AGM of the Equity Shareholders (“AGM Notice”) of the Company held on Friday, 25th August, 2023 at 4.00 p.m. through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’).
2. The AGM notice, as confirmed by the Company, was sent to those Members in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode, whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated May 5, 2020 read with MCA Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 (collectively referred to as “MCA Circulars”) and SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
3. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Companies Act, 2013 and rules framed thereunder; (ii) MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 relating to e-Voting on the resolutions contained in the AGM Notice. The Management of the Company is responsible for ensuring a secure framework and robustness of the e-Voting systems.
4. My responsibility as a Scrutinizer for the e-Voting process (i.e. remote e-Voting and e-Voting at AGM) is restricted to ensure that the e-Voting process are conducted in a fair and transparent manner and presenting Consolidated Scrutinizer's report on the total



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votes cast "in favour" or "against" the resolutions contained in the AGM Notice, based on the reports generated from the e-Voting system provided by National Securities Depository Limited ("NSDL"), the Agency engaged by the Company to provide e-Voting and documents furnished to me electronically by the Company and/or Agency for my verification.

Cut-Off

5. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the AGM Notice, i.e., Thursday, 17th August, 2023 were entitled to vote on the resolutions (item nos. 1 to 7 as set out in the AGM Notice) and their voting rights were in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

6. Remote e-Voting and e-Voting process at the AGM:

- (i) The remote e-Voting period remained open from Tuesday, 22nd August, 2023 at 9.00 A.M. and ended on Thursday, 24th August, 2023 at 5.00 P.M.
- (ii) The Company had also provided e-Voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their votes earlier.
- (iii) After the closure of e-Voting at the AGM on Friday, 25th August, 2023 the votes cast under e-Voting facility were unblocked and were counted.
- (iv) Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolution that was put to vote, were generated from the e-voting website of NSDL, i.e. <https://www.evoting.nsdl.com> Based on the report generated by NSDL, data regarding the remote e-Voting and e-Voting at the meeting was scrutinized and reviewed.

7. I now submit herewith my Consolidated Scrutinizer's Report on the results of remote e-Voting and e-Voting at AGM in respect of the said resolutions as under:

Item No. 1: Adoption of Financial Statements for the financial year ended 31st March, 2023 and Reports of the Board of Directors and Auditors thereon.

Particulars	Remote e-Voting		e-Voting at AGM		Total		% of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	96	5771749	14	2625233	110	8396982	99.9993
Dissent	1	61	-	-	1	61	0.0007
Total	97	5771810	14	2625233	111	8397043	100.0000



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Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	-	-	-	-	-	-

Item No. 2: Appointment of Mr. Yuvraj Hiralal Malhotra (DIN:00225156) as Director, who retires by rotation and being eligible, offers himself for appointment

Particulars	Remote e-Voting		e-Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	88	22847	13	2623718	101	2646565	99.9976
Dissent	2	63	-	-	2	63	0.0024
Total	90	22910	13	2623718	103	2646628	100.0000

Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	7	5748900	1	1515	8	5750415

Item No. 3: Re-appointment of M/s. Anil Bansal & Associates, Chartered Accountants as the Statutory Auditors of the Company

Particulars	Remote e-Voting		e-Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	95	5771724	14	2625233	109	8396957	99.9990
Dissent	2	86	-	-	2	86	0.0010
Total	97	5771810	14	2625233	111	8397043	100.0000

Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	-	-	-	-	-	-

Item No. 4: Ratification of remuneration payable to Cost Auditor for the financial year 2023-24

Particulars	Remote e-Voting		e-Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	95	5771724	14	2625233	109	8396957	99.9990
Dissent	2	86	-	-	2	86	0.0010
Total	97	5771810	14	2625233	111	8397043	100.0000



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Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	-	-	-	-	-	-

Item No. 5: Re-appointment of Mr. Yuvraj Malhotra (DIN:00225156) as Chairman and Managing Director of the Company

Particulars	Remote e-Voting		e-Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	87	22747	13	2623718	101	2646465	99.9938
Dissent	3	163	-	-	3	163	0.0062
Total	90	22910	13	2623718	104	2646628	100.0000

Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	7	5748900	1	1515	8	5750415

Item No. 6: Appointment of Mr. Vivek Sharma (DIN: 10238196) as a Non-Executive Director of the Company

Particulars	Remote e-Voting		e-Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	95	5771649	14	2625233	109	8396882	99.9981
Dissent	2	161	-	-	2	161	0.0019
Total	97	5771810	14	2625233	111	8397043	100.0000

Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	-	-	-	-	-	-

Item No. 7: Appointment of Mr. Priyam Chaturvedi (DIN: 10238193) as a Non-Executive Director of the Company

Particulars	Remote e-Voting		e-Voting at AGM		Total		Percentage of valid votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	95	5771649	14	2625233	109	8396882	99.9981
Dissent	2	161	-	-	2	161	0.0019
Total	97	5771810	14	2625233	111	8397043	100.0000



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Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	-	-	-	-	-	-

8. The relevant records relating to remote e-Voting and e-Voting at AGM shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the 18th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.
9. This report has been issued at the request of the Company for (i) submission to Stock Exchanges and (ii) to be placed on the website of the Company. This Report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.



SHREYA
HITESHBH
AI SHAH

Digitally signed by SHREYA HITESHBHAI
SHAH
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pseudonym=8edf32141af15a01d585cc5dc5
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f, postalCode=362205, st=GUJARAT,
serialNumber=f22680a89209509d45d66
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SHREYA SHAH
Practicing Company Secretary
ACS 39409/ CoP No.15859
UDIN: A039409E000865696
Peer Review Certificate No.: 1696/2022

Place: Mumbai
Date: 25th August, 2023